

3. Although the Court has not yet ruled on Royal Mile's motion for leave, Highmark requests permission to file a sur-reply so that it can address these key admissions and contradictions. That sur-reply is attached to this motion as Exhibit A.

Therefore, Highmark respectfully requests that the Court grant it leave to file the short sur-reply that is attached as Exhibit A. A proposed order is enclosed.

Dated: February 19, 2013

Respectfully submitted,

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CERTIFICATE OF SERVICE

The undersigned certifies that, on February 19, 2013, a true and correct copy of the foregoing HIGHMARK INC.'S MOTION FOR LEAVE TO FILE SUR-REPLY IN FURTHER OPPOSITION TO ROYAL MILE PLAINTIFFS' MOTION TO WITHDRAW PRELIMINARY APPROVAL OF SETTLEMENT was served on all counsel of record by the Court's electronic filing system (CM/ECF).

/s/ Jennifer L. Giordano

Jennifer L. Giordano (*pro hac vice*)